IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF IOWA

In re:) Chapter 11
MERCY HOSPITAL, IOWA CITY, IOWA, et al.,) Case No. 23-00623 (TJC)
Debtors.) (Jointly Administered)
	Objections Due: August 13, 2024 at 4:00 p.m. Hearing Date: Only if objections are filed

NINTH MONTHLY APPLICATION OF SILLS CUMMIS & GROSS P.C. FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM APRIL 1, 2024 THROUGH APRIL 30, 2024

Name of Applicant:	Sills Cummis & Gross P.C.
Authorized to provide professional services to:	Official Committee of Unsecured Creditors
Date of Retention:	October 12, 2023 effective as of August 18, 2023
Period for which compensation and reimbursement are sought:	April 1, 2024 – April 30, 2024
Amount of compensation sought as actual, reasonable, and necessary:	\$36,234.00 (80% of \$45,292.50)
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$0.00

This is a monthly application.

COMPENSATION BY PROFESSIONAL

Name of Professional Individual	Position, Department, Year of First Bar Admission	Hourly Billing Rate ¹	Total Hours Billed	Total Compensation
Andrew Sherman	Member, Bankruptcy First Bar Admission: 1991	\$1,075	4.6	\$4,945.00
Boris Mankovetskiy	Member, Bankruptcy First Bar Admission: 2001	\$925	26.8	\$24,790.00
Michael Savetsky	Of Counsel, Bankruptcy First Bar Admission: 2005	\$835	30.5	\$25,467.50
Gregory A. Kopacz	Of Counsel, Bankruptcy First Bar Admission: 2010	\$775	3.8	\$2,945.00
Oleh Matviyishyn	Associate, Bankruptcy First Bar Admission: 2022	\$425	1.4	\$595.00
Total Fees at Standard Rates			67.1	\$58,742.50
Total Fees at \$675 Blended Hourly Rate ²			67.1	\$45,292.50

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¹ Effective October 1, 2023 (the first day of Sills' fiscal year), the *standard* hourly rates of certain Sills attorneys were increased to reflect the increased experience and seniority of such attorneys, as well as economic and other conditions. For instance, the hourly rate of Andrew H. Sherman was increased from \$995 to \$1,075; the hourly rate of Boris Mankovetskiy was increased from \$875 to \$925; the hourly rate of Jason Teele was increased from \$850 to \$895; the hourly rate of Michael Savetsky was increased from \$795 to \$835; and the hourly rate of Gregory Kopacz was increased from \$725 to \$775. However, as discussed below, Sills' attorneys' fees for *this* engagement are subject to a \$675 blended hourly rate cap.

² As noted in Sills' retention application [Docket No. 228] (the "<u>Retention Application</u>"), "Sills fees (not including expenses) will be limited to the lesser of (i) the amount of Sills' fees at its professionals' standard rates . . . and (ii) the amount of Sills' fees at a blended hourly rate of \$675." <u>See</u> Retention Application ¶ 16.

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Asset Disposition (102)	3.6	\$3,330.00
Case Administration (104)	1.3	\$634.50
Fee/Employment Applications (107)	3.0	\$2,255.00
Fee/Employment Objections (108)	0.4	\$310.00
Financing (109)	1.0	\$970.00
Litigation (Other than Avoidance Action Litigation) (110)	2.0	\$1,724.00
Plan and Disclosure Statement (113)	55.6	\$49,352.00
Relief from Stay Proceedings (114)	0.2	\$167.00
Total Fees at Standard Rate	67.1	\$58,742.50
Total Fees at \$675 Blended Rate ¹	67.1	\$45,292.50

EXPENSE SUMMARY

Expense Category	Total Expenses
TOTAL	\$0.00

¹ Sills' attorneys' fees are subject to a blended hourly rate cap of \$675. See Retention Application ¶ 16.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF IOWA

MERCY HOSPITAL, IOWA CITY, IOWA, et al., Debtors.)	Case No. 23-00623 (TJC) Jointly Administered)
2 33.33.) 0	Objections Due: August 13, 2024 at 4:00 p.m. Hearing Date: <i>Only if objections are filed</i>

NINTH APPLICATION OF SILLS CUMMIS & GROSS P.C. FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM APRIL 1, 2024 THROUGH APRIL 30, 2024

Pursuant to Bankruptcy Code sections 330 and 331, Federal Rule of Bankruptcy Procedure 2016 (the "Bankruptcy Rules"), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 224] (the "Compensation Order"), Sills Cummis & Gross P.C. ("Sills") files this *Ninth Application for Allowance of Compensation for Services Rendered as Counsel to the Official Committee of Unsecured Creditors for the Period From April 1, 2024 Through April 30, 2024 (the "Application"), seeking allowance of \$36,234.00 (80% of \$45,292.50) in fees.*

Background

- 1. On August 7, 2023 (the "<u>Petition Date</u>"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
 - 2. On August 15, 2023, the U.S. Trustee formed the Committee [Docket. No. 107].
- 3. The Committee retained Sills as co-counsel pursuant to this Court's *Order Granting Application to Retain and Employ Sills Cummis & Gross P.C. as Co-Counsel for the Official Committee of Unsecured Creditors, Effective as of August 18, 2022* [Docket No. 355].

Compensation Paid and Its Source

4. All services for which compensation is requested were performed for or on behalf of the Committee. During the compensation period, Sills received no payment and no promises for payment from any source other than the Debtors for services to be rendered in any capacity in connection with the matters covered by this Application. There is no agreement or understanding between Sills and any other person, other than with the members, of counsel and associates of the firm, for the sharing of compensation to be received in these cases.

Fee Statements

5. The fee statement for this period is attached as **Exhibit A**. To the best of Sills' knowledge, this Application reasonably complies with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the *Guidelines for Reviewing Applications for Compensation and Reimbursement for Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective November 1, 2013*, and the Compensation Order.

Summary of Services by Project

A. <u>Asset Disposition</u>

Fees: \$3,330.00; Total Hours: 3.6

This category includes time spent analyzing: (a) matters related to the disposition of the Debtors' joint venture interests; (b) a form of order seeking to distribute sale proceeds; and (c) purchase option valuations.

B. Case Administration

Fees: \$634.50; Total Hours: 1.3

This category includes time spent: (a) addressing creditor inquiries; and (b) reviewing and analyzing motions, pleadings, and other court filings.

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C. <u>Fee/Employment Applications</u>

Fees: \$2,255.00; Total Hours: 3.0

This category includes time spent addressing fee application matters, including preparing Sills' February fee application, and communicating with local counsel regarding related matters.

D. Fee/Employment Objections

Fees: \$310.00; Total Hours: 0.4

This category includes time spent reviewing the Debtors' professionals' fee applications and objections thereto.

E. Financing

Fees: \$970.00; Total Hours: 1.0

This category includes time spent analyzing interim distributions.

F. Litigation (Other than Avoidance Action Litigation)

Fees: \$1,724.00; Total Hours: 2.0

This category includes time spent preparing and analyzing a stipulation and related motion and order seeking to stay the Committee's adversary proceeding and communicating with Debtors' counsel and the Committee regarding related matters.

G. <u>Plan and Disclosure Statement</u>

Fees: \$49,352.00; Total Hours: 55.6

This category includes time spent: (a) conducting research and analysis regarding the Debtors' proposed chapter 11 plan, disclosure statement, and solicitation procedures; (b) reviewing and revising the disclosure statement and plan; (c) drafting and revising the liquidation trust agreement; and (d) communicating with the Committee members, the Committee's other advisors, Debtors' counsel, Preston Hollow's counsel, and the Pension Committee's counsel

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regarding the foregoing and related matters.

H. Relief from Stay Proceedings

> Fees: \$167.00; Total Hours: 0.2

This category includes time spent reviewing a proposed order allowing the distribution of sale proceeds.

Conclusion

6. Sills submits the amounts sought are fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

WHEREFORE, Sills requests an allowance be made to Sills in the amount of \$36,234.00 (80% of \$45,292.50), as compensation for services rendered, and that such amount be authorized for payment.

Dated: July 30, 2024 Cedar Rapids, Iowa

Respectfully submitted,

/s/ Andrew H. Sherman

Andrew H. Sherman, NJS Bar No. 042731991 (admitted *pro hac vice*)

Boris I. Mankovetskiy, NJS Bar No. 012862001

(admitted *pro hac vice*)

SILLS CUMMIS & GROSS, P.C.

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-and-

/s/ Robert C. Gainer

Robert C. Gainer IS9998471 CUTLER LAW FIRM, P.C.

1307 50th Street

West Des Moines, Iowa 50266

515-223-6600 Telephone:

Facsimile: 515-223-6787 E-mail: rgainer@cutlerfirm.com

Attorneys for The Official Committee of Unsecured Creditors of Mercy Hospital, Iowa City, Iowa, et al.

Certificate of Service

The undersigned certifies, under penalty of perjury, that on this July 30, 2024, the foregoing document was electronically filed with the Clerk of Court using the Northern District of Iowa CM/ECF and the document was served electronically through the CM/ECF system to the parties of this case

/s/ Stephanie Newton

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Sills Cummis & Gross

A Professional Corporation

The Legal Center One Riverfront Plaza Newark, NJ 07102-5400 (973) 643-7000

Official Unsecured Creditors Committee of Mercy Hospital c/o Steindler Orthopedic Clinic, Committee Chair Attn: Edward Patrick Magallanes, President and CEO 222 W. Merchandise Mart Plaza #2024 2751 Northgate Drive Iowa City, IA 52245 May 21, 2024 Client/Matter No. 08650147.000001 Invoice: 2058817 Billing Attorney: AHS

Federal Tax Id: 22-1920331

RE: Creditors' Committee

For Legal Services Rendered Through April 30, 2024

102 – ASS	SET DISPO	OSITION		HOURS	AMOUNT
04/01/24	BM	102	Analysis regarding sale proceeds distribution form of order.	0.30	
04/04/24	BM	102	Analysis regarding ICASC valuation in connection with purchase option.	1.10	
04/12/24	BM	102	Analysis regarding valuation and disposition of JV interests.	1.10	
04/25/24	BM	102	Analysis regarding valuation and sale of JV interests.	1.10	
		TASK TOTAL 1	102	3.60	\$3,330.00
104 – CAS	SE ADMIN	NISTRATION			
04/08/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.40	
04/12/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.20	

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0.4/0.2/0.4	014	104		HOURS	AMOUNT
04/22/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.30	
04/25/24	MS	104	Call with creditor Medico re: questions about documents received in the chapter 11 cases.	0.20	
04/26/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.20	
		TASK TOTAL	. 104	1.30	\$634.50
107 – FEI	E/EMPLC	OYMENT APPLIC	CATIONS		
04/03/24	GAK	107	Attention to fee application issues and communications with A. Sherman regarding same	0.20	
04/03/24	OM	107	Provide summary of compensation procedures to A. Sherman.	0.20	
04/17/24	GAK	107	Draft/revise February fee application.	1.70	
04/30/24	GAK	107	Email local counsel regarding February fee application.	0.10	
04/30/24	GAK	107	Finalize February fee application for review by A. Sherman.	0.80	
		TASK TOTAL	. 107	3.00	\$2,255.00
108 – FEI	E/EMPLC	OYMENT OBJEC	TIONS		
04/12/24	GAK	108	Review fee applications of the Debtors' professionals and the pension committee's professionals.	0.20	
04/23/24	GAK	108	Review Debtors' professionals' fee applications	0.10	

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04/25/24	GAK	108	Review UST's objection to MWE's fee application; review pension committee professional's fee applications.	HOURS 0.10	AMOUNT
		TASK TOTAL 1	08	0.40	\$310.00
109 – FIN	ANCING				
04/12/24	BM	109	Analysis regarding interim distribution.	0.70	
04/17/24	AHS	109	Review of stipulation re: adversary proceeding; execute same and return for filing with Court.	0.30	
		TASK TOTAL 1	09	1.00	\$970.00
110 – LIT	GATION	(OTHER THAN A	AVOIDANCE ACTION LITIGA	TION	
04/10/24	BM	110	Analysis regarding stipulation extending deadlines in adversary proceeding against PH.	0.60	
04/10/24	MS	110	Review draft stipulated order re: stay of committee adversary proceeding, stipulation, and motion to approve and review and revise same.	0.30	
04/10/24	MS	110	Call with B. Mankovetskiy re: draft stipulated order re: stay of committee adversary proceeding, stipulation, and motion to approve and emails with M. Preusker re: same.	0.30	
04/12/24	MS	110	Draft email to Committee re: draft stipulated order staying committee adversary proceeding and emails with A. Sherman re: same.	0.40	

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04/15/24	MS	110	Emails with M. Preusker re:	HOURS 0.10	AMOUNT
0 1/13/21	IVIS		draft stipulated order staying committee adversary proceeding.	0.10	
04/17/24	MS	110	Emails with M. Preusker, D. Ko and A. Sherman re: stipulated order staying committee adversary proceeding.	0.30	
		TASK TOTAL 1	110	2.00	\$1,724.00
113 – PL	AN AND D	DISCLOSURE STA	TEMENT		
04/01/24	BM	113	Analysis regarding proposed order approving disclosure statement and solicitation procedures.	0.90	
04/01/24	AHS	113	Review of revised version of plan, disclosure statement and solicitation documents.	0.70	
04/01/24	MS	113	Call with B. Mankovetskiy re: tabulation of pension claim votes.	0.10	
04/01/24	MS	113	Call with E. Keil re: tabulation of pension claim votes.	0.20	
04/01/24	MS	113	Emails with E. Keil re: tabulation of pension claim votes.	0.30	
04/01/24	MS	113	Review further revised disclosure statement order and revisions to committee plan support letter.	0.30	
04/01/24	OM	113	Correspondence with M. Savetsky re: continued solicitation hearing and critical dates calendar.	0.10	
04/02/24	MS	113	Emails with B. Mankovetskiyl re: further revised plan for solicitation.	0.20	

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04/02/24	MS	113	Emails with E. Keil re: further	HOURS 0.20	AMOUNT
04/02/24	MS	113	revised plan for solicitation. Review further revised plan for solicitation.	0.50	
04/02/24	MS	113	Review further revised disclosure statement order and exhibits.	0.30	
04/03/24	MS	113	Review entered disclosure statement order.	0.10	
04/03/24	MS	113	Emails with E. Keil and B. Mankovetskiy re: missing exhibit to disclosure statement order and fixing same.	0.20	
04/03/24	MS	113	Emails with A. Sherman and call with B. Mankovetskiy re: further revised disclosure statement order as submitted to Court and exhibits.	0.10	
04/03/24	MS	113	Review further revised disclosure statement order as submitted to Court and exhibits.	0.30	
04/09/24	GAK	113	Review amended plan/disclosure statement.	0.20	
04/09/24	GAK	113	Review Disclosure Statement Order.	0.20	
04/12/24	BM	113	Analysis regarding liquidation trust agreement.	0.90	
04/12/24	AHS	113	Review of stipulation with bondholders and email to committee re: same.	0.40	
04/12/24	MS	113	Begin drafting liquidation trust agreement.	2.10	
04/15/24	MS	113	Call with A. Sherman re: liquidation trust agreement.	0.10	
04/15/24	MS	113	Draft email to A. Sherman re: liquidation trust agreement.	0.20	
04/15/24	MS	113	Call with B. Mankovetskiy re: liquidation trust agreement.	0.10	

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04/15/24	MS	113	Draft liquidation trust agreement.	HOURS 1.50	AMOUNT
04/16/24	BM	113	Analysis regarding plan supplement.	0.80	
04/16/24	BM	113	Analysis regarding liquidation trust agreement.	1.30	
04/17/24	MS	113	Review and revise liquidation trust agreement and conform to Plan.	4.70	
04/18/24	BM	113	Analysis and revisions of draft liquidation trust agreement.	0.90	
04/18/24	MS	113	Review and further revise liquidation trust agreement.	4.30	
04/18/24	MS	113	Review plan re: conforming liquidation trust agreement.	1.90	
04/18/24	MS	113	Emails with A. Sherman and B. Mankovetskiy re: liquidation trust agreement.	0.10	
04/19/24	MS	113	Review and further revise liquidation trust agreement.	4.10	
04/22/24	BM	113	Analysis regarding plan supplement and draft liquidation trust agreement.	2.20	
04/22/24	MS	113	Emails with B. Mankovetskiy re: draft liquidation trust agreement.	0.20	
04/23/24	BM	113	Analysis regarding Pensioners Committee's 3018 motion.	0.60	
04/23/24	BM	113	Analysis regarding plan supplement documents and plan modifications.	1.90	
04/23/24	GAK	113	Review pension committee's rule 3018 motion.	0.10	
04/24/24	BM	113	Analysis regarding plan modifications and plan supplement.	1.30	
04/24/24	BM	113	Analysis and revisions of liquidation trust agreement.	1.10	

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Creditors' Committee

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				HOURS	AMOUNT
04/24/24	MS	113	Review MWE revisions to liquidation trust agreement and review email from E. Keil, B. Mankovetskiy and A. Sherman re: same.	0.30	-1120011
04/24/24	MS	113	Review further revisions to liquidation trust agreement.	0.20	
04/25/24	BM	113	Analysis regarding plan modifications.	0.90	
04/25/24	BM	113	Analysis regarding draft liquidation trust agreement.	0.80	
04/25/24	AHS	113	Call with committee member re: liquidating trust agreement and follow up with counsel for PH re: proposed changes to agreement.	0.50	
04/25/24	AHS	113	Emails with committee member re: liquidating trustee issues and liquidating trust agreement.	0.30	
04/25/24	GAK	113	Review Debtors' motion to modify rules for plan confirmation hearing.	0.10	
04/25/24	MS	113	Review emails from A. Sherman and R. Westermann re: liquidation trust agreement and compensation structure.	0.10	
04/25/24	MS	113	Confer with B. Mankovetskiy re: liquidation trust agreement and Pension Committee's Rule 3018 motion.	0.20	
04/25/24	MS	113	Emails with E. Keil re: plan revisions and confirmation order.	0.20	
04/25/24	MS	113	Review plan revisions.	0.10	
04/25/24	MS	113	Confer with B. Mankovetskiy re: plan provisions on dissolution of Debtors.	0.10	
04/25/24	MS	113	Review plan re: plan 0.20 supplement requirements.		

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				HOLIDG	AMOUNT
04/25/24	MS	113	Draft email to B. Mankovetskiy re: plan supplement requirements.	HOURS 0.10	AMOUNT
04/25/24	MS	113	Emails with K. Keil re: plan supplement requirements.	0.20	
04/26/24	BM	113	Analysis regarding revisions of liquidation trust agreement.		
04/26/24	BM	113	Analysis regarding pension claims and plan administration issues.		
04/26/24	AHS	113	Review of proposed revisions to liquidating trust agreement as circulated by counsel to PH and respond to emails re: same.		
04/26/24	MS	113	Review Bondholder Representatives' comments/revisions to draft liquidation trust agreement.	0.90	
04/26/24	MS	113	Draft email to B. Mankovetskiy re: Bondholder Representatives' comments/revisions to draft liquidation trust agreement.	0.40	
04/26/24	MS	113	Review and revise draft liquidation trust agreement.	0.90	
04/27/24	MS	113	Emails with B. Mankovetskiy re: revisions to draft liquidation trust agreement.	0.20	
04/27/24	MS	113	Further review and revise draft liquidation trust agreement.	0.30	
04/28/24	BM	113	Analysis and revisions of the plan and liquidation trust agreement.	1.40	
04/28/24	AHS	113	Review and revise liquidating trust agreement and have circulated to all parties for review and comment.	1.10	

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		TASK TO		55.60	\$49,352.00
04/30/24	BM	113	Analysis regarding potential plan modifications relating to continuation of pension plan.	1.30	
04/29/24	AHS	113	Email to committee re: status update and liquidating trust update.	0.30	
04/29/24	AHS	113	Call with counsel for Debtors, PH and pension committee re: confirmation issues, pension issues.	0.30	
04/29/24	AHS	113	Call with counsel for PH re: liquidating trust agreement and confirmation issues.	0.30	
04/29/24	BM	113	Analysis regarding pension plan continuation issues and potential exposure to the estates.	1.20	
04/29/24	BM	113	Analysis and revisions of plan of liquidation.	1.10	
04/29/24	BM	113	Analysis and revisions of draft liquidation trust agreement.	1.20	
04/27/24	DIVI		Committee's and Bondholders' counsel regarding plan issues.		
04/29/24	BM	113	to draft liquidation trust agreement. Call with Debtors', Pension	0.30	
04/28/24	MS	113	Emails with A. Sherman and B. Mankovetskiy re: revisions	0.40	
04/28/24	MS	113	Further review and revise liquidation trust agreement.	1.40	
04/28/24	MS	113	Further comment on Plan to conform to liquidation trust agreement.	0.40	
				HOURS	AMOUNT

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Creditors' Committee	May 21, 2024
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						НС	OURS	AMOUNT
114 – REI	LIEF FR	OM STAY PI	ROCEEDINGS				30113	111/10/01/1
04/01/24	MS	114	allowing proceeds	revised propos distribution o and emails w etskiy re: same	f sa ith l	le	0.20	
		TASK TO	TAL 114				0.20	\$167.00
		TOTAL F	EES at Standard	l Rates			67.10	\$58,742.50
		•	Fees at Blended I Fees at Standard				67.10 0.00	\$45,292.50 0.00
		TOTAL F	EES at Blended	Rate			67.10	\$45,292.50
TASK CO	DE SUN	<u>MMARY</u>						
	102	Asset Dispo					3.60	\$3,330.00
	104	Case Admir					1.30	\$634.50
	107		ment Application	ıs			3.00	\$2,255.00
	108		Fee/Employment Objections				0.40	\$310.00
	109		Financing				1.00	\$970.00
	110 113		Litigation (Other than Avoidance Action Litigation Plan and Disclosure Statement			ation	2.00 55.60	\$1,724.00 \$49,352.00
	113		Stay Proceedings				0.20	\$49,332.00 \$167.00
	114	Kener nom	Stay 1 loceedings	•			0.20	\$107.00
		TOTAL FE	ES at Standard Ra	ates			67.10	\$58,742.50
		Attorney Fe	ees at Blended Rat	e of \$675			67.10	\$45,292.50
		•	ees at Standard Ra				0.00	0.00
		TOTAL FE	ES at Blended Ra	te			67.10	\$45,292.50
And	rew H. S	herman		4.60	X	\$1,075.00	=	\$4,945.00
Boris Mankovetskiy			26.80	X	\$925.00	=	\$24,790.00	
Michael Savetsky			30.50	X	\$835.00	=	\$25,467.50	
Gregory A. Kopacz			3.80	X	\$775.00	=	\$2,945.00	
Oleh Matviyishyn			1.40	X	\$425.00	=	\$595.00	

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Creditors' Committee May 21, 2024

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INVOICE SUM	IMARY
Total Fees	\$45,292.50
Total Disbursements	\$0.00
TOTAL THIS INVOICE	\$45,292.50*

^{*}Total includes fees at *Blended Rate*. Per Retention Application, lesser of fees at *Standard Rates* (\$58,742.50) and fees at *Blended Rate* of \$675 (\$45,292.50)** apply.

^{**}includes paralegal fees at standard rates, if applicable